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Docket Office  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, AZ 85007-2996

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AZ CORP COMMISSION  
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September 25, 2000  
Via Overnight Delivery  
Arizona Corporation Commission

DOCKETED

SEP 26 2000

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**RE: Application of Operator Service Company  
for Authorization to Provide Alternative Operator Services  
Docket No. U-2612-91-175**

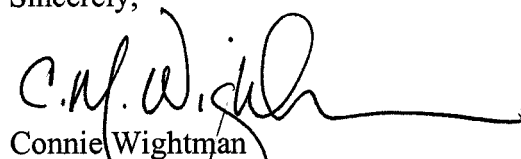
Dear Sir or Madame:

Operator Service Company ("OSC") is currently pending certification in the State of Arizona since 1991 in Docket No. U-2612-91-175. The stock of OSC is being acquired by BC Holding III Corporation. OSC will continue to operate as a separate, wholly owned subsidiary of BC Holding III Corporation. The key management positions of OSC remain the same. Details of this transaction are attached for the Commission's files.

Questions or instructions pertaining to this transaction should be directed to my attention at (407) 740-8575. Alternatively, please feel to contact Ms. Judith Riley at (405) 755-8177 if I am unavailable or if you have questions specific to the buyer in this transaction.

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

Sincerely,

  
Connie Wightman  
Consultant to Operator Service Company

CW/dm

cc: Kirk Smith, OSC  
Judith Riley, Telecom Professionals, Inc., 2912 Lakeside Drive, Oklahoma  
City, Ok. 73120  
File: OSC - AZ  
TMS: azo0003

## **NOTICE OF TRANSFER OF CONTROL**

of

### **OPERATOR SERVICE COMPANY**

Operator Service Company ("OSC") hereby provides notice relating to the proposed transfer of controlling interest in its stock by BC Holding III Corporation.

As a result of this transfer, OSC will become a wholly-owned subsidiary of BC Holding III Corporation, whose ultimate parent company is Platinum Equity Holdings, LLC.

OSC will remain a separate operating company and will continue to provide service in Arizona under the name of Operator Service Company. OSC is currently pending certification in the State of Arizona since 1991 in Docket No. U-2612-91-175.

#### **I. THE COMPANY ACQUIRING OPERATOR SERVICE COMPANY**

BC Holding III Corporation ("Buyer") is a company organized under the laws of Delaware with its principal office located in California. A copy of the articles of incorporation is included as Exhibit 1. Buyer is not a certificated entity in the State of Arizona and has not registered to do business in Arizona as a foreign entity. Buyer is a holding corporation organized for the purpose of holding BC Acquisition IV Corporation which, in turn, was formed for the purpose of merging with and into Operator Service Company.

Platinum Equity Holdings, LLC, a Delaware limited liability company ("Platinum"), was formed as a vehicle for the acquisition of companies and is the ultimate parent of Buyer. Platinum is recognized as one of the largest and fastest growing privately held information technology companies in the United States, with 16 technology driven subsidiaries and a workforce of 10,000

employees. By acquiring OSC, Platinum adds a leading provider of interactive voice response and customer response management to its portfolio companies. Platinum is also the ultimate parent company of Matrix Telecom, Inc. ("Matrix"), a telecommunications service provider in Arizona. For the immediate future, Matrix and OSC will both continue to operate in the State of Arizona, serving distinctly different markets. The press release and organizational chart attached as Exhibit 3 provide more information about the overall acquisition.

## **II. THE AGREEMENT**

On September 15, 2000 OSC entered into an Agreement and Plan of Merger. As a net result of the merger, Buyer will own 100% of the outstanding shares of Common Stock in OSC. OSC will remain a separate operating company. This Agreement and Plan of Merger do not contemplate that Buyer, or its ultimate parent company, Platinum, will operate directly in Arizona as a telecommunications services provider.

## **III. CUSTOMER IMPACT**

OSC will remain a separate operating company in the State of Arizona. OSC has a current tariff on file with the Arizona Corporation Commission. The proposed merger will have no effect on the Company name, address, contact information, services, rates or terms and conditions of service. The Company will continue to market, brand and bill its services in the same name. The toll free telephone number for customer service will remain the same: 1-800-658-6041. At this time there are no definitive plans to change the management structure of OSC.

#### IV. CONTACT INFORMATION

The name and address of the individual to contact regarding this filing is:

Connie Wightman  
Technologies Management, Inc.  
210 Park Avenue North  
Winter Park, Florida 32789  
Telephone: (407) 740-8575  
Facsimile: (407) 740-0613  
email: cwightman@tminc.com

The name and address of the individual who handles regulatory affairs on behalf of OSC will continue to be:

Kirk Smith, Vice President  
Operator Service Company  
5302 Avenue Q  
Lubbock, Texas 79412  
Telephone: (800) 658-6041  
Facsimile: (806) 747-0757  
email: kirk.smith@osc.com

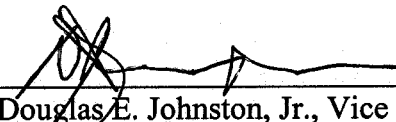
The name and address of the individual who handles regulatory affairs on behalf of Buyer and Platinum is:

Judith A. Riley  
Telecom Professionals, Inc.  
2912 Lakeside Drive  
Oklahoma City, OK 73120  
Telephone: (405) 755-8177  
Facsimile: (405) 755-8377  
email: jriley@telecompliance.net

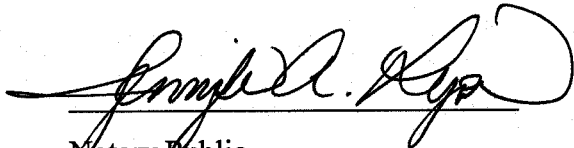
A complete listing of officers and directors for Operator Service Company, BC Holding III Corporation and Platinum Equity Holdings, LLC are attached as Exhibit 2.

## VERIFICATION

I, Douglas E. Johnston, Jr., hereby declare under penalty of perjury, that I am Vice President of BC Holding III Corporation; that I am authorized to make this verification on behalf of BC Holding III Corporation; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

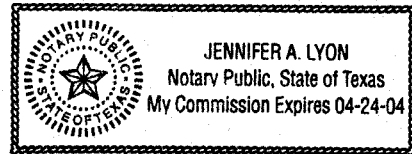
  
Douglas E. Johnston, Jr., Vice President  
BC Holding III Corporation

Sworn to and subscribed before me this 20<sup>th</sup> day of September, 2000.

  
Notary Public

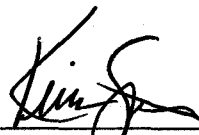
My Commission expires:

04-24-04



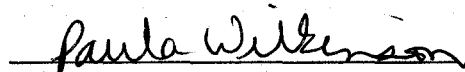
## VERIFICATION

I, Kirk Smith, hereby declare under penalty of perjury, that I am Vice President of Operator Service Company; that I am authorized to make this verification on behalf of Operator Service Company; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

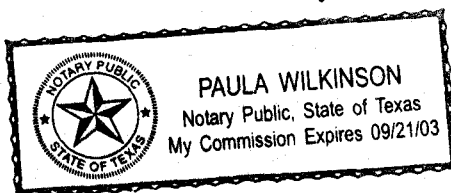


Kirk Smith, Vice President  
Operator Service Company

Sworn to and subscribed before me this 21<sup>st</sup> day of September, 2000.



Notary Public



My Commission expires:

9-21-03

**BC Holding III Corporation (Buyer)**

**Exhibit 1**

**ARTICLES OF INCORPORATION**

*State of Delaware*  
*Office of the Secretary of State*

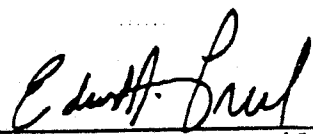
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BC HOLDING III CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2000, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

3285492 8100

AUTHENTICATION: 0677356

001466550

DATE: 09-15-00



**CERTIFICATE OF INCORPORATION****OF****BC HOLDING III CORPORATION**

**FIRST:** The name of the corporation is BC Holding III Corporation (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code.

**FOURTH:** The total number of shares of stock that the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares of common stock, \$0.01 per value per share.

**FIFTH:** The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

**SIXTH:** In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Delaware, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) In addition to the powers and authorities hereinbefore and by the laws of the State of Delaware conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Certificate of Incorporation of the Corporation and its Bylaws.

**SEVENTH:** Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws provide. The books of Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

**EIGHTH:** The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

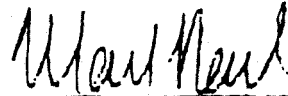
**NINTH:** The Corporation is to have perpetual existence.

**TENTH:** A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction for which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware Corporation Law. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ELEVENTH:** The name and mailing address of the incorporator of the Corporation are:

Mark Reader  
Platinum Equity Holdings, LLC  
2049 Century Park East, Suite 2700  
Los Angeles, CA 90067

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto executed this Certificate of Incorporation the 13th day of September, 2000.



Mark Reader, Incorporator

**BC Holding III Corporation (Buyer)**

**Exhibit 2**

**LISTING OF OFFICERS AND DIRECTORS**

## **Officers and Directors**

### **Operator Service Company**

#### **Directors:**

Parris H. Holmes, Jr., Chairman of the Board

#### **Officers:**

Michael R. Smith, President and Chief Operating Officer

W. Audie Long, Senior Vice President, General Counsel and Corporate Secretary

David P. Tusa, Senior Vice President and Chief Financial Officer

Paul L. Gehri, Senior Vice President - Sales and Marketing

J. Kirk Smith, Senior Vice President - Operations

Michael T. Hynes, Vice President and Corporate Treasurer

Kevin W. Nyland, Vice President - Investor Relations

John J. Jelinek, Vice President - Call Center Operations

Donald R. Philbin, Jr., Vice President - Legal and Regulatory, Associate General Counsel  
and Assistant Secretary

Kenneth A. Prinz, Vice President - Taxation and Assistant Secretary

Brenda M. Wolfe, Vice President - Human Resources

Jennifer B. Harvey, Assistant Secretary

### **BC Holding III Corporation**

c/o Platinum Equity Holdings, LLC

2049 Century Park East, Suite 2700

Los Angeles, California 90067

#### **Directors:**

Tom T. Gores, Chairman

#### **Officers:**

Tom T. Gores, Chairman and President

William M. Foltz, Jr., Vice President

Douglas E. Johnston, Jr., Vice President

Johnny O. Lopez, Vice President

Eva M. Kalawksi, Secretary

Robert J. Joubran, Treasurer

## **Officers and Directors, continued**

### **Platinum Equity Holdings, LLC**

2049 Century Park East, Suite 2700

Los Angeles, California 90067

#### **Directors:**

Tom T. Gores, Chairman

#### **Officers:**

Tom T. Gores, Chairman

John H. Diggins, Executive Vice President

Douglas E. Johnston, Jr., Executive Vice President

Johnny O. Lopez, Executive Vice President

Gary L. Newton, Executive Vice President

William M. Foltz, Jr., Chief Financial Officer

Philip E. Norment, Chief Operations Officer

David M. Anglin, Chief Technology Officer

William C. Bricking, Senior Vice President

Gregory S. Vereschagin, Senior Vice President

Robert J. Wentworth, Senior Vice President

Eva M. Kalawski, Vice President, General Counsel and Secretary

Robert J. Joubran, Treasurer

Barbara J. Schmidt, Assistant Treasurer

**BC Holding III Corporation (Buyer)**

**Exhibit 3**

**PRESS RELEASE**

**ORGANIZATIONAL INFORMATION**

**FOR IMMEDIATE RELEASE**

**PLATINUM EQUITY HOLDINGS SCORES "TRIPLE PLAY" -- COMPANY ACQUIRES**

**THREE ENTITIES IN ONE TRANSACTION**

*Market-Dominant Billing Solutions' Divisions Complement Other*

*Platinum Telecommunications Companies*

**LOS ANGELES (Sept. 19, 2000)** – Platinum Equity Holdings, a leader in acquiring and growing technology companies, has signed a definitive agreement to acquire three high-tech operating divisions of Billing Concepts Corporation (Nasdaq: BILL) in a single transaction.

Platinum is acquiring the Billing Concepts, Inc., Operator Service Company (OSC) and Aptis, Inc. operating divisions of Billing Concepts Corp. The three operating divisions have a combined employee base of approximately 1,200.

Billing Concepts, Inc. is the dominant market leader in LEC billing services primarily through its USBI and ZPDI divisions. OSC is a leading provider of interactive voice response (IVR) and customer response management (CRM) services to the telecommunications (CLEC, long distance and cellular) industry. Aptis develops and licenses mission critical revenue support solutions for the telecommunications industry. The three operating divisions, which focus on helping clients improve customer service and profitability by enabling them to streamline operations and make quicker, more informed decisions, have a customer retention rate of 95 percent. The closing of the transaction is subject to regulatory approvals and satisfaction of certain conditions and is expected to be complete within the next 30 to 45 days.

"Acquiring three quality companies in one transaction is a significant move in our telecom strategy," said Tom Gores, president and CEO of Platinum Equity Holdings. "The operations have tremendous synergy with several of our portfolio companies, and we intend to capitalize on those strengths, while empowering each organization to grow autonomously."

Parris H. Holmes, Jr., Chairman and CEO of Billing Concepts, stated, "I am convinced that Platinum, through its portfolio of companies, is committed not only to the continued progress and growth of the LEC Billing, OSC and Aptis operations, but also to providing significant opportunities for our employees."

"This deal makes Platinum the dominant player in the telecom billing services market," said Bill Bricking, Platinum's senior vice president in charge of telecommunications operations. "We're adding the perfect complement of quality people, technology and resources to existing Platinum companies that are established telecom industry leaders."

Billing Concepts, Inc., OSC and Aptis will continue to be based in San Antonio, Texas, and Platinum will operate them as separate corporations.

### **Platinum Equity Holdings**

Platinum Equity Holdings ([www.peh.com](http://www.peh.com)), based in Los Angeles, has been recognized as one of the largest and fastest growing privately held IT companies in the United States by both Forbes and Business Week magazines. The company has distinguished itself as a billion-dollar investment corporation that specializes in acquiring and operating mission-critical technology organizations and technology-enabled service companies throughout the world. Platinum currently owns 16 technology-driven corporations featuring a workforce of 10,000 employees, an established infrastructure in more than 100 countries and offices in Europe, Asia and South America.



## **Billing Concepts Corporation**

Billing Concepts Corporation's (Nasdaq: BILL) holdings include FIData, a company that provides Internet-based instant loan approval products and services to the financial services industry. The company is also the lead investor in Princeton eCom Corporation and CORE*intellect*, Inc. Princeton eCom is a leading application service provider for electronic bill presentment and payment solutions. CORE*intellect* is a B2B content delivery application service provider. Billing Concepts Corp. ([www.billingconcepts.com](http://www.billingconcepts.com)) is headquartered in San Antonio, Texas.

###

## **CONTACT:**

### **Platinum Equity / Corporate**

Alanna Chaffin, Vice President

(310) 712 – 1850

[achaffin@peh.com](mailto:achaffin@peh.com)

### **Platinum Equity Communications Group**

Bill Kobel, Vice President Amy Kelchner, Manager

(717) 703-6025

[wkobel@peh.com](mailto:wkobel@peh.com)

(717) 703-6177

[akelchner@peh.com](mailto:akelchner@peh.com)

